

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND IUE-CWA REGARDING CLAIM
FOR COMPENSATION UNDER 11 U.S.C. § 503(b)(3) AND (b)(4)

("JOINT STIPULATION AND AGREED ORDER REGARDING
IUE-CWA SUBSTANTIAL CONTRIBUTION CLAIM")

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers, Communications Workers of America (the "IUE-CWA") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And IUE-CWA Regarding Claim For Compensation Under 11 U.S.C. § 503(b)(3) And (b)(4) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the "Petition Dates"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests"

WHEREAS, on November 20, 2009, the IUE-CWA filed the Motion Of IUE-CWA Pursuant To Sections 503(b)(3)(D) And (b)(4) Of The Bankruptcy Code For Allowance

And Payment Of Fees Incurred In Making A Substantial Contribution To The Debtors' Chapter 11 Case (Docket No. 19113) (the "Motion") asserting an administrative expense claim in the amount of \$1,238,304.85 for certain legal fees and expenses incurred by the IUE-CWA in connection with the Debtors' chapter 11 cases.

WHEREAS, on May 13, 2010, the Reorganized Debtors filed the Objection To Substantial Contribution And Certain Other Applications Pursuant To 11 U.S.C. §§ 503(b)(3)-(4) And 1129(a)(4) For Reimbursement Of Actual And Necessary Expenses And Professional Fees (Docket No. 20064) (the "Objection").

WHEREAS, on May 25, 2010, this Court entered the Order Pursuant to 11 U.S.C. § 503(b)(3) And (b)(4) Denying Substantial Contribution Claim Of IUE-CWA (the "Order").

WHEREAS, the IUE-CWA appealed the Order, which was docketed on July 14, 2010, by the United States District Court for the Southern District of New York (the "District Court") (10-cv-5347-PKC) (the "Pending Appeal").

NOW, THEREFORE, the Reorganized Debtors and the IUE-CWA stipulate and agree as follows:

1. The Reorganized Debtors and the IUE-CWA shall execute, and the IUE-CWA shall file with the District Court, an agreement that the pending appeal be dismissed with prejudice in substantially the form attached as Exhibit A hereto.

2. Within five business days after the District Court enters an order dismissing with prejudice the pending appeal, the Reorganized Debtors shall pay the IUE-CWA the sum of One Hundred Thousand Dollars (\$100,000.00).

3. This Stipulation is a compromise intended to resolve any current or future disputes between the Reorganized Debtors and the IUE-CWA concerning the Motion and the

Pending Appeal and is not an admission of any liability by or on the part of the Reorganized Debtors, such liability being expressly denied. Further, the fact or terms of this Stipulation shall not be offered, construed, or deemed to be evidence of a presumption, concession, or admission of liability in any civil, administrative, or any other proceeding.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 27th day of September, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Susan M. Jennik
Thomas M. Kennedy
Susan M. Jennik
KENNEDY, JENNIK & MURRAY, P.C.
113 University Place
New York, New York 10003

Attorneys for the IUE-CWA

– and –

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors